

Hearing Date: November 7, 2018 at 8:30 a.m. (ET) / 9:30 a.m. (AST)
Objection Deadline: August 6, 2018 at 4:00 p.m. (ET) / 4:00 p.m. (AST)

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:	:	X
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA
	:	Title III
as representative of	:	Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	:	(Jointly Administered)
Debtors. ¹	:	
	X	

**NOTICE OF HEARING ON THIRD INTERIM APPLICATION OF MEMBERS OF
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR REIMBURSEMENT
OF EXPENSES FOR PERIOD THROUGH MAY 31, 2018**

PLEASE TAKE NOTICE that a hearing on the annexed *Third Interim Application of Members of Official Committee of Unsecured Creditors for Reimbursement of Expenses for Period Through January 31, 2018* (the “Application”) filed by Drivetrain, LLC (“Drivetrain”) and the Service Employees International Union (“SEIU”) (the “Committee Members”), as members of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”), will be held before the Honorable Laura Taylor Swain United States District Court Judge, at the United States District Court for the District of Puerto Rico, in

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

Room 3, 150 Carlos Chardón Street, Federal Building, Office 150, San Juan, Puerto Rico 00918-1767 on **November 7, 2018 at 8:30 a.m. (ET) / 9:30 a.m. (AST)** (the “Hearing”).

PLEASE TAKE FURTHER NOTICE that any responses or objections (“Objections”) to the Application by any party other than the Fee Examiner shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules for the District of Puerto Rico, shall be filed with the court (a) by attorneys practicing in the District Court, including attorneys admitted *pro hac vice*, electronically in accordance with rule 5 of the Local Rules for the District of Puerto Rico, and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF), to the extent applicable, and shall be served in accordance with the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 1715] (the “Interim Compensation Order”), so as to be so filed and received by Paul Hastings LLP and the other Notice Parties (as defined in the Interim Compensation Order) no later than **August 6, 2018 at 4:00 p.m. (ET) / 4:00 p.m. (AST)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, in accordance with the Interim Compensation Order, if no Objections are timely filed, and if the Fee Examiner issues the Fee Examiner Report (as defined in the Interim Compensation Order) recommending approval of the Application in full or in part, the court may grant the Application without a hearing.

Dated: July 16, 2018

/s/ G. Alexander Bongartz

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Local Counsel to the Official Committee of Unsecured Creditors

Hearing Date: November 7, 2018 at 8:30 a.m. (ET) / 9:30 a.m. (AST)
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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,
as representative of
THE COMMONWEALTH OF PUERTO RICO, *et al.*,
Debtors.¹

X

:

:

:

: PROMESA

: Title III

:

: Case No. 17-BK-3283 (LTS)

:

: (Jointly Administered)

:

:

X

**THIRD INTERIM APPLICATION OF MEMBERS OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS COMMITTEE FOR REIMBURSEMENT OF EXPENSES
FOR PERIOD THROUGH MAY 31, 2018**

COVER SHEET

Name of applicants:	Committee Members Drivetrain, LLC (“ <u>Drivetrain</u> ”) & the Service Employees International Union (“ <u>SEIU</u> ”)
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “ <u>Committee</u> ”)
Date of appointment:	June 15, 2017
Period for which reimbursement is sought:	January 1, 2018 through and including May 31, 2018 (the “ <u>Application Period</u> ”)
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$5,726.96

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

SUMMARY OF EXPENSES DURING APPLICATION PERIOD

Expense Category	Total Expenses
Drivetrain – Travel and Lodging Expenses for Committee Meeting	\$2,031.31
SEIU – Travel and Lodging for Committee Meetings and Mediation Sessions	\$3,695.65
TOTAL	\$5,726.96

DETAIL OF EXPENSES DURING APPLICATION PERIOD

Drivetrain²

Description	Expense Category	Total Expenses
David Mack's Travel & Lodging for Committee Meeting in San Juan on 03/22/18	Roundtrip Airfare (economy) from JFK to San Juan and San Juan to JFK	\$407.80
	Taxis	\$123.21
	Lodging, San Juan Condado Vanderbilt (03/21/18 – 03/22/18)	\$459.74
David Mack's Travel & Lodging for Committee Meeting in San Juan on 05/22/18	Roundtrip Airfare (economy) from JFK to San Juan and San Juan to JFK	\$595.80
	Lodging, San Juan Condado Vanderbilt (05/21/18 – 05/22/18)	\$322.21
	Taxis	\$122.55
TOTAL		\$2,031.31

² The supporting receipts of Drivetrain are attached hereto as Exhibit A.

SEIU³

Description	Expense Category	Total Expenses
Alvin Velazquez's Travel and Lodging for Committee meeting in San Juan, Puerto Rico, on January 18, 2018	Roundtrip Airfare (economy) from Washington, D.C., to San Juan and San Juan to Washington D.C.	\$371.80
Alvin Velazquez's Travel and Lodging for Mediation Session in New York on February 1, 2018	Roundtrip Trainfare (economy) from Washington, D.C., to New York and New York to Washington D.C.	\$400.00
Alvin Velazquez's Travel and Lodging for Mediation Session in New York on March 10 -12, 2018	Roundtrip Trainfare (economy) from Washington, D.C., to New York and New York to Washington D.C.	\$340.00
	Lodging, New York, Holiday Inn Express (03/09/18 – 03/12/18)	\$468.01
Alvin Velazquez's Travel and Lodging for COFINA Mediation Session in San Juan, Puerto Rico, on March 22, 2018	Roundtrip Airfare (economy) from Washington, D.C., to San Juan and San Juan to Washington D.C.	\$596.80
Alvin Velazquez's Travel and Lodging for Mediation Session in New York on April 2-4, 2018	Roundtrip Trainfare (economy) from Washington, D.C., to New York and New York to Washington D.C.	\$400.00
	Lodging, New York, Holiday Inn Express (04/02/18 – 02/04/18)	\$620.46
Alvin Velazquez's Travel and Lodging for Mediation Session in New York on April 23-25, 2018	Roundtrip Trainfare (economy) from Washington, D.C., to New York and New York to Washington D.C.	\$340.00
	Lodging, New York	\$158.58
TOTAL	\$3,695.65	

³ The supporting receipts of SEIU are attached hereto as **Exhibit B**.

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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA
	:	Title III
as representative of	:	Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i> ,	:	(Jointly Administered)
Debtors. ¹	:	

X

**THIRD INTERIM APPLICATION OF MEMBER OF OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR REIMBURSEMENT OF EXPENSES FOR PERIOD
THROUGH MAY 31, 2018**

To the Honorable United States District Court Judge Laura Taylor Swain:

Pursuant to the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 3269 in Case No. 17-3283], Drivetrain, LLC and the Service Employees International Union (the “Committee Members”), as members of the Official Committee of Unsecured Creditors of all title III Debtors (other than COFINA) (the “Committee”),² appointed in the above-caption title III cases, hereby file this *Third Interim Application of Member of Creditors Committee for Reimbursement of*

¹ The Debtors in these title III cases, along with each Debtor’s respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566(LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780) (Last Four Digits of Federal Tax ID: 3747).

² Prior to August 25, 2017, the Committee was the official committee of unsecured creditors for the Commonwealth’s title III case only. On August 25, 2017, the U.S. Trustee expanded the Committee’s role to also include the title III cases of HTA, ERS, and PREPA.

Expenses for Period Through May 31, 2018 (the “Application”). By this Application, the Committee Members seek reimbursement of reasonable, actual, and necessary expenses that they incurred in the amount of \$5,726.96 during the Application Period. In support of this Application, the Committee Members respectfully represent as follows:

BACKGROUND

1. On May 3, 2017, the Oversight Board commenced a title III case for the Commonwealth of Puerto Rico (the “Commonwealth”) by filing a voluntary petition for relief pursuant to section 304 (a) of PROMESA (the “Commonwealth Title III Case”). Thereafter, the Oversight Board commenced a title III case for each of COFINA, the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS Title III Case”), the Puerto Rico Highways and Transportation Authority (“HTA Title III Case”), and the Puerto Rico Electric Power Authority (“PREPA Title III Case”) (and together with the Commonwealth Title III Case, the “Title III Cases”). By orders dated June 29, 2017 [Docket No. 537] and October 6, 2017 [Docket No. 1417], the court approved the joint administration of the Title III Cases.

2. On June 15, 2017, the Office of the United States Trustee for the District of Puerto Rico (the “U.S. Trustee”) filed a *Notice Appointing Creditors Committee for Unsecured Creditors* [Docket No. 338], pursuant to which Committee Member, among others, was appointed to serve on the Committee.

3. On August 23, 2017, the court entered the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (as amended, the “Interim Compensation Order”).³

³ The Interim Compensation Order was most recently amended on June 6, 2018.

4. The Interim Compensation Order provides that “[e]ach member of any statutory committee is permitted to submit statements of expenses (excluding third-party professional expenses of individual committee members) and supporting vouchers to the respective committee’s counsel, which counsel shall collect and submit for reimbursement in accordance with the Interim Compensation Procedures.” Interim Compensation Order, ¶4.

5. On August 25, 2017, the U.S. Trustee filed an *Amended Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 1171], which expanded the role of the Committee to be the official committee for the HTA Title III Case, the ERS Title III Case, and the PREPA Title III Case.

6. In accordance with the Interim Compensation Order, expense reports for the Committee Members’ out-of-pocket expenses in the aggregate amount of \$5,726.96 were submitted to the Notice Parties (as defined in the Interim Compensation Order) in respect of expenses incurred by Committee Member during the Application Period. As of the date of this Application, (a) Drivetrain has not yet received payment for the expense reports for the months of March 2018 and May 2018, requesting payment in the aggregate amount of \$2,031.31, and (b) SEIU has not yet received payment for the expense report for the months of January through April 2018, requesting payment in the aggregate amount of \$3,695.65. Accordingly, the aggregate amount of \$5,726.96 remains unpaid.⁴

RELIEF REQUESTED

7. Pursuant to the Interim Compensation Order and section 503(b)(3)(F) of the Bankruptcy Code, made applicable to these cases by section 301(a) of PROMESA, the Committee Members respectfully requests interim allowance and reimbursement of their

⁴ Committee Members reserve their right to seek to compel compliance with the Interim Compensation Order.

reasonable, actual, and necessary expenses incurred in rendering services as a members of the Committee during the Application Period in the amount of \$5,726.96.

NOTICE

8. In accordance with the Interim Compensation Order, Paul Hastings will provide notice of this Application to (i) the attorneys for the Oversight Board, Proskauer Rose LLP and O'Neill & Borges LLC; (ii) the attorneys for the Puerto Rico Fiscal Agency and Financial Advisory Authority, O'Melveny & Myers LLP and Marini Pietrantoni Muñiz LLC; (iii) the Office of the United States Trustee for the District of Puerto Rico; (iv) the attorneys for the Official Committee of Retired Employees, Jenner & Block LLP and Bennazar, García & Milián, C.S.P.; (v) the Puerto Rico Department of Treasury; (vi) the Fee Examiner, Brady Williamson; and (vii) counsel to the Fee Examiner, Godfrey & Kahn, S.C. and EDGE Legal Strategies, PSC. In addition, the notice of hearing with respect to this Application will be served on all parties that have filed a notice of appearance in the Title III Cases.

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CONCLUSION

WHEREFORE, the Committee Members respectfully request entry of an order
(i) allowing the Committee Members' claims for reimbursement of actual and necessary expenses incurred during the Application Period in the amount of \$5,726.96; (ii) directing the Debtors' payment of the difference between the amount of \$5,726.96 and the amounts previously paid by the Debtors pursuant to the Interim Compensation Order; and (iii) granting such other and further relief as is just.

Dated: July 16, 2018

/s/ G. Alexander Bongartz

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